#### **ENERGIZER HOLDINGS INC**

Form 4

October 15, 2008

### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL** OMB

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940

See Instruction 1(b).

(Print or Type Responses)

Stock

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading KLEIN WARD M Issuer Symbol **ENERGIZER HOLDINGS INC** (Check all applicable) [ENR] \_X\_\_ Director (Last) (First) (Middle) 3. Date of Earliest Transaction 10% Owner X\_ Officer (give title Other (specify (Month/Day/Year) below) ENERGIZER HOLDINGS. 10/13/2008 CHIEF EXECUTIVE OFFICER INC., 533 MARYVILLE UNIVERSITY DRIVE (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting ST. LOUIS, MO 63141 (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 3. 2. Transaction Date 2A. Deemed 4. Securities 5. Amount of 7. Nature of Indirect Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Ownership (Instr. 3) Code Disposed of (D) Beneficially Form: Direct Beneficial (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned (D) or Ownership Following Indirect (I) (Instr. 4) Reported (Instr. 4) (A) Transaction(s) (Instr. 3 and 4) Price Code V Amount (D) Energizer Holdings, Inc. 13,517 D Common Stock Energizer Holdings, 5,257 Ι By 401(k) Inc. Common

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Energizer			
Holdings, Inc.	800	I	Immediate
Common	000	•	Family
Stock			
Energizer			
Holdings,			
Inc.	17,523	I	by Spouse
Common			
Stock			

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474

(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	e 3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactio Code (Instr. 8)	5. Number orDerivative Securities Acquired Disposed (Instr. 3, 4	e (A) or of (D)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and A Underlying S (Instr. 3 and
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title
Phantom Units in DCP - Performance	\$ 0	10/13/2008		F		363	<u>(1)</u>	<u>(2)</u>	Energizer Holdings, Inc. Common Stock
Restricted Stock Equivalent 10/13/08	\$ 0	10/13/2008		A	86,000		(3)	<u>(3)</u>	Energizer Holdings, Inc. Common Stock
Non-Qualified Stock Option 11/20/00	\$ 21.0625						11/20/2001	11/19/2010	Energizer Holdings, Inc. Common Stock
Non-Qualified Stock Option 5/08/00	\$ 17						05/08/2001	05/07/2010	Energizer Holdings, Inc. Common

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				Stock
Non-Qualified Stock Option 1/14/05	\$ 49.18	01/14/2006(4)	01/13/2015	Energizer Holdings, Inc. Common Stock
Non-Qualified Stock Option 1/26/04	\$ 42.9	01/26/2005(5)	01/25/2014	Energizer Holdings, Inc. Common Stock
Phantom Stk Units in Deferred Compensation Plan CM	\$ 0	<u>(6)</u>	(2)	Energizer Holdings, Inc. Common Stock
Phantom Stock Units in Deferred Compensation Plan	\$ 0	<u>(2)</u>	(2)	Energizer Holdings, Inc. Common Stock
Phantom Stock Units in Executive Savings Investment Plan	\$ 0	<u>(2)</u>	(2)	Energizer Holdings, Inc. Common Stock
Restricted Stock Equivalent 10/10/07	\$ 0	<u>(7)</u>	<u>(7)</u>	Energizer Holdings, Inc. Common Stock
Restricted Stock Equivalent 10/9/06	\$ 0	<u>(8)</u>	<u>(8)</u>	Energizer Holdings, Inc. Common Stock
Restricted Stock Equivalents	\$ 0	<u>(9)</u>	<u>(9)</u>	Energizer Holdings, Inc. Common Stock
Restricted Stock Equivalents 1/14/05	\$ 0	(10)	(10)	Energizer Holdings, Inc. Common

Restricted
Stock
Equivalents
5/19/03

Energizer
Holdings,
Inc.
Common
Stock

Stock

# **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

KLEIN WARD M
ENERGIZER HOLDINGS, INC.
533 MARYVILLE UNIVERSITY DRIVE

X CHIEF EXECUTIVE OFFICER

# **Signatures**

ST. LOUIS, MO 63141

WARD M. 10/15/2008 KLEIN

\*\*Signature of Date
Reporting Person

# **Explanation of Responses:**

- \* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- 25% of phantom stock units granted will vest on 10/11/08, 25% will vest in November, 2008, only if the Company's compounded annual growth rate (CAGR) for earnings per share exceeds 10% for the preceding 3 year period, and the remaining 50% will vest in entirety at
- that time only if CAGR equals or exceeds 15% (with incremental vesting between 11 and 15%). All units that do not vest will be forfeited.
- (2) Phantom stock units are payable in cash following termination of the Reporting Person's employment with Energizer Holdings, Inc.
  - 25% of Restricted Stock Equivalents (RSE) granted will vest and convert into shares of ENR common stock on 10/13/2011. An additional 5% will vest and convert into shares of ENR common stock in November, 2011, only if CAGR in EPS equals or exceeds 8%
- (3) for the period between 9/30/08 and 9/30/11, proportionately increasing in 1/10th of 1% increments up to 75% of the RSEs granted if 15% CAGR for that period is achieved. All RSEs will also vest and convert upon the Reporting Person's death or permanent disability. In the event of a change of control, at least 50% of the RSEs will vest, with additional percentages potentially vesting dependent upon CAGR in EPS prior to the change of control.
- (4) Exercisable at the rate of 25% per year commencing 1/14/06.
- (5) Exercisable at a rate of 20% per year commencing 1/26/05.
- Company match on deferrals of 2007 bonus payment into Energizer phantom stock units in Deferred Compensation Plan vest 3 years from grant, provided matched deferrals remain in units for a period of one year. In accordance with the terms of the Plan, the initial value of the units is the closing price of ENR Common Stock on November 15th of the year units are credited.
  - 25% of Restricted Stock Equivalents (RSE) granted will vest and convert into shares of ENR Common Stock on 10/10/10. An additional 5% will vest and convert into shares of ENR Common Stock in November, 2010, only if CAGR in earnings per share equals or exceeds 8% for the period between 9/30/07 and 9/30/10; that percentage will be 15% if CAGR for the period equals or exceeds 9%, and 25% if
- (7) CAGR for the period equals or exceeds 10%. The remaining 50% of RSE granted will vest in its entirety and convert into shares of ENR Common Stock only if CAGR for the period equals or exceeds 15% (with incremental vesting between 11% and 15%). All RSE will also vest and convert upon the Reporting Person's death or permanent disability. In the event of a change in control, some or all of the equivalents will also vest. All equivalents that do not vest will be forfeited.

Reporting Owners 4

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- 25% of Restricted Stock Equivalents granted will vest and convert into shares of Energizer Common Stock on 10/9/09, 25% will vest and convert into shares of Energizer Common Stock in November, 2009, only if the Company's compounded annual growth rate (CAGR) for earnings per share exceeds 10% for the preceding 3 year period, and the remaining 50% will vest in entirety and convert into shares of Energizer Common Stock at that time only if CAGR equals or exceeds 15% (with incremental vesting between 11 and 15%). All equivalents will also vest and convert into shares of Energizer Common Stock upon the reporting person's death, involuntary termination (other than for cause) or Change in Control of the Company. All equivalents that do not vest will be forfeited.
- Restricted stock equivalents will convert into shares of Energizer Common Stock three years from the date of grant unless Reporting

  (9) Person elects to defer conversion until retirement or other termination, or unless deferral of conversion is mandated by Energizer Holdings, Inc. Equivalents subject to forfeiture if Reporting Person terminates employment within three years of grant.
- Restricted Stock Equivalents will convert into shares of Energizer Holdings, Inc. common stock 25% on 1/14/06, 25% on 1/14/07, (10) 25% on 1/14/08 and 25% on 1/14/09. Equivalents are subject to forfeiture if Reporting Person voluntarily terminates employment prior to conversion dates, other than upon retirement after attaining age 55.
- (11) Restricted Stock Equivalents will convert into shares of Energizer Common Stock 1/3 on 5/19/06, 1/3 on 5/19/09 and 1/3 on 5/19/12, unless Reporting Person elects to defer conversion until retirement or other termination, or unless deferral of conversion is mandated by Energizer Holdings, Inc. Equivalents subject to forfeture if Reporting Person voluntarily terminates employment prior to conversion dates, other than upon retirement after attaining age 55.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.